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# Julian Wagner Memorial Fund Inc. Rules

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# Model rules

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## 1 Interpretation

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1.1 In these rules:

<b>Term</b>	<b>Definition</b>
<b>ACNC Act</b>	means the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
<b>Act</b>	means the <i>Associations Incorporation Act 1981</i> .
<b>AGM</b>	means annual general meeting.
<b>Association</b>	means the Julian Wagner Memorial Fund Inc.
<b>Management Committee</b>	has the meaning set out in rule 12.1.
<b>Candidate</b>	means a person nominated for the Management Committee.
<b>Casual Vacancy</b>	means a vacancy on the Management Committee whether as a result of the resignation, retirement, death or termination of a Management Committee member.
<b>Chief Executive</b>	has the meaning given to that term in the Act.
<b>Member</b>	means an Ordinary Member of the Association.
<b>Present</b>	for general meetings means a Member who is entitled to vote who is present at the meeting in person (physically or by electronic means under rule 29.2) or by proxy or attorney.
<b>Secretary</b>	means the person appointed, or elected, as the Secretary of the Association under rule 16.
<b>Special resolution</b>	means a resolution approved by no less than three quarters of the Members Present at the meeting in person or by proxy.
<b>Surplus Assets</b>	has the meaning set out in section 92(3) of the Act.

1.2 A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

1.3 A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form including using electronic medium such as email.

## 2 Name

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The name of the incorporated Association is Julian Wagner Memorial Fund Inc. (**Association**).

## 3 Objects

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3.1 The Association is established for the charitable purpose of promoting or protecting human rights for the public benefit to perpetuate the memory of Julian David Wagner (1968 – 2014), barrister, musician and passionate supporter of humanitarian and social justice, including by:

- (a) providing public policy advocacy and education opposing capital punishment with a view to its worldwide abolition;
- (b) assisting in the provision of effective representation and humanitarian aid to people facing the death penalty;
- (c) providing bursaries or other forms of assistance to support placements of Australians in voluntary internship programs to provide individual and strategic litigation support for overseas capital defence offices in jurisdictions where people are facing the death penalty;
- (d) assisting in legal education of Australians by providing the opportunity for them to assist in such internship programs;
- (e) raising awareness of capital punishment including its targeting of impoverished and marginalised individuals, the fight for abolition and human rights generally; and
- (f) engaging in fundraising activities to further the purposes of the Association and support ongoing and strategic anti-death penalty campaigns.

3.2 To achieve the purpose set out in rule 3.1 the Association may without limitation:

- (a) harness the resources of the community in support of the purpose;
- (b) seek or receive donations and legacies (whether subject to any special trusts or not) to apply to the purpose; and
- (c) promote the objects of the Association in any manner the Management Committee considers appropriate, and
- (d) do all things incidental or conducive to the attainment of the purpose.

## **4 Not-for-profit**

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4.1 The income and property of the Association must be applied to promoting the Association's purpose.

4.2 No income or property of the Association may be paid or transferred, directly or indirectly, to a Member except for payments in good faith to a Member:

- (a) in return for services rendered by, or goods supplied, by the Member to the Association in the ordinary and usual course of business;
- (b) for reasonable and proper rent for premises leased by a Member to the Association;
- (c) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate;
- (d) any out of pocket expense incurred by the Member on behalf of the Association; or
- (e) for any other reason provided that such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing in an arm's length transaction

## **5 Powers**

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- 5.1 The Association has the powers of an individual.
- 5.2 The Association may, for example:
- (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.

## **6 Membership**

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- 6.1 The membership of the Association consists of Ordinary Members.
- 6.2 The Association must have at least seven Ordinary Members and the maximum number is unlimited.
- 6.3 Any individual who:
- (a) is not less than 18 years of age at the date of application; and
  - (b) in the opinion of the Management Committee, is supportive of the objects of the Association;
- may apply to be a Member of the Association.
- 6.4 An application for membership must be in a form approved by the Management Committee together with:
- (a) any other documents or evidence as to qualification for membership that the Management Committee requires; and
  - (b) any application fee and membership fee as required by the Management Committee.
- 6.5 The Members in general meeting may determine that a person should be honoured with appointment as an Honorary Life Member of the Association. An Honorary Life Member is an Ordinary Member with all the rights and privileges of membership but is not liable to pay a membership fee.
- 6.6 A member of the Association has all of the rights of a member under the Act including the right to:
- (a) receive notice of general meetings and of proposed special resolutions in the manner and time set out in these rules;
  - (b) to submit items of business for consideration at a general meeting;
  - (c) attend and be heard at general meetings;
  - (d) vote at a general meeting; and

- (e) have access to the minutes of general meetings and other documents of the Association as provided for under these Rules and inspect the register of members.

6.7 The rights of a Member are not transferrable and end when membership ends.

## **7 Membership fees**

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The management committee may set and amend from time to time the application fee and annual subscription membership fee payable and the terms of payment of such fees.

## **8 Admission and rejection of new Members**

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8.1 The Management Committee must consider an application for membership at the next Management Committee meeting held after it receives:

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

8.2 The Management Committee must decide whether to accept or reject the application and is not required to give a reason for its decision.

8.3 If a majority of the Members of the Management Committee present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member.

8.4 The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **9 When membership ends**

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9.1 Membership of a person ceases on resignation, termination or death of the person.

9.2 A Member may resign from the Association by giving a written notice of resignation to the Secretary, which resignation takes effect at:

- (a) the time the notice is received by the Secretary; or
- (b) if a later time is stated in the notice—the later time.

9.3 The Management Committee may terminate a Member's membership if the Member:

- (a) is convicted of an indictable offence;
- (b) does not comply with any of the provisions of these rules or any by-laws of the Association;
- (c) has not paid the membership fee within two months of its due date; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.

9.4 Before the Management Committee terminates a Member's membership, the Management Committee must give the Member:

- (a) a full and fair opportunity to show why the membership should not be terminated; and
- (b) notice of the time period, not less than ten days, within which the Member has to make any representations about why the Member's membership should not be terminated.

9.5 After the Management Committee considers:

- (a) all representations made by the Member; or
- (b) if no representations are made by the Member not less than 28 days after notice is given to the Member under rule 9.4(b),

the Management Committee must decide whether or not to terminate the membership and the Secretary of the Management Committee must give the Member a written notice of the decision.

## **10 Appeal against rejection or termination of membership**

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10.1 A Member whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the intention to appeal against the decision.

10.2 A notice of intention to appeal must be given to the Secretary within one month after the Member receives written notice of the decision.

10.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

10.4 The general meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.

10.5 At the meeting:

- (a) the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated; and
- (b) the Management Committee and each Management Committee member who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

10.6 An appeal must be decided by a majority vote of the Members Present and eligible to vote at the meeting.

10.7 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## **11 Register of Members**

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11.1 The Management Committee must keep a register of Members of the Association.

- 11.2 Where practicable the register is to include the following particulars for each Member:
- (a) the full name of the Member;
  - (b) the postal or residential address of the Member;
  - (c) the date of admission as a Member;
  - (d) the date of death or date of resignation of the Member;
  - (e) details about the termination or reinstatement of membership; and
  - (f) any other particulars the Management Committee decide.
- 11.3 The register must be open for inspection by Members of the Association at all reasonable times.
- 11.4 A Member must contact the Secretary to arrange an inspection of the register.
- 11.5 The Management Committee may, on the application of a Member of the Association, withhold information about the Member (other than the Member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.
- 11.6 The Association must ensure compliance with Australian privacy laws when collecting and keeping information for the register of members and when allowing any inspection of it.
- 11.7 A Member of the Association must not:
- (a) use information obtained from the register of Members of the Association to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 11.8 Subrule 11.7 does not apply if the use or disclosure of the information is approved by the Management Committee or the Members at a general meeting.

## **12 Management Committee**

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- 12.1 The Association must have a Management Committee which will consist of a maximum of seven members comprising a President, Vice President, Treasurer, and up to another four persons elected at the AGM.
- 12.2 At least 42 days before each AGM, the Secretary is to call for nominations for Candidates for election to the Management Committee including as President, Vice-President and Treasurer.
- 12.3 A person is eligible for election or appointment to the Management Committee only if the person:
- (a) is a Member;
  - (b) has paid all fees due and owing to the Association;

- (c) has not been disqualified from being a director by ASIC or equivalent;
  - (d) is not disqualified for being a Management Committee Member under the Act or these rules.
- 12.4 Nominations of Candidates for election to the Management Committee including as President, Vice-President and Treasurer must be:
- (a) in a form prescribed by the Management Committee;
  - (b) proposed by one Member of the Association;
  - (c) consented to by the Candidate; and
  - (d) received by the Secretary of the Association at least 28 days before the AGM at which the election is to take place.
- 12.5 A list of the Candidates names in alphabetical order, with the names of the members who nominated each Candidate, must be provided to all members of the Association at least 14 days immediately preceding the AGM.
- 12.6 Each Member Present and eligible to vote at the AGM may vote for one Candidate for each vacant position on the Management Committee.
- 12.7 If, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor of the meeting.
- 12.8 Voting is to be by secret ballot and the Management Committee must arrange for balloting lists containing the names of the Candidates in alphabetical order to be available.
- 12.9 The election of a Member to the Management Committee will not be affected by reason of the accidental omission to comply with these Rules.

### **13 Resignation, removal or vacation of office of Management Committee member**

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- 13.1 Each Management Committee member must retire from office at the conclusion of the AGM following their appointment as a Management Committee member, and if eligible and nominated may be re-elected.
- 13.2 A Management Committee member may resign from the Management Committee by giving written notice of resignation to the Secretary.
- 13.3 The resignation takes effect at:
- (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.
- 13.4 A Management Committee member may be removed from office at a general meeting of the Association by an ordinary resolution.
- 13.5 Before a vote of Members is taken about removing the Management Committee member from office, the Management Committee member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

- 13.6 A Management Committee member has no right of appeal against his or her removal from office under this rule.
- 13.7 The office of a member of the Management Committee shall be immediately vacated if the person holding that office:
- (a) dies; or
  - (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
  - (c) is:
    - (i) convicted of an offence under the Act; or
    - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired;
  - (d) is disqualified from being a director under the *Corporations Act 2011* (Cth) or from being a responsible entity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth); or
  - (e) any other circumstance mentioned in section 64(2) of the Act applies.

## **14 Vacancies on Management Committee**

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- 14.1 If a Casual Vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another Member of the Association to fill the vacancy until the next AGM.
- 14.2 The continuing members of the Management Committee may act despite a Casual Vacancy on the Management Committee.
- 14.3 However, if the number of Management Committee members is less than four, the continuing Members may act only to:
- (a) increase the number of Management Committee members to the number required for a quorum; or
  - (b) call a general meeting of the Association.

## **15 Role of Management Committee**

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- 15.1 Subject to these rules or a resolution of the Members of the Association carried at a general meeting, the Management Committee is responsible for the strategic direction of the Association and the general control and management of the administration of the affairs, property and funds of the Association and may exercise all powers and do all things that are within the Association's power and are not expressly required by the Act or these rules to be exercised by the Association in a general meeting.

- 15.2 The Management Committee may exercise the powers of the Association including:
- (a) to borrow, raise or secure the payment of amounts in a way the Members of the Association decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from Members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the Management Committee or the Members of the Association may from time to time decide.
- 15.3 For subrule 15.2(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association; or
  - (b) if there is more than one financial institution for the Association—the financial institution nominated by the Management Committee.
- 15.4 The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 15.5 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.
- 15.6 The Management Committee may make by-laws and policies consistent with the rules, which in the opinion of the Management Committee are necessary or desirable for the proper control, administration and management of the Association’s finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Association’s premises and any event or function sponsored, promoted, facilitated or conducted by the Association) and amend or rescind any policies and by-laws.
- 15.7 A policy of the Association made by the Management Committee may be disallowed by the Association in a later general meeting. A policy changed or made by the Association in a general meeting cannot invalidate prior acts of the Management Committee which would have been valid if that policy had not been passed or made.
- 15.8 The Management Committee may:
- (a) appoint or employ any person as an officer, agent or attorney of the Association for the purposes, with the powers, discretions and duties (including powers, discretions and

duties vested in or exercisable by the Management Committee), for any period and on any other conditions they decide;

- (b) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (c) remove or dismiss any officer, agent or attorney of the Association at any time.
- 15.9 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 15.10 The Committee is collectively responsible for ensuring that the Association complies with the Act and the ACNC Act and that individual members of the Committee comply with these Rules and the ACNC Act.
- 15.11 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 15.12 Committee members must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- 15.13 Committee members and former committee members must not make improper use of:
- (a) their position; or
  - (b) information acquired by virtue of holding their position,
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 15.14 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

## **16 Appointment of Secretary**

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- 16.1 The Management Committee must appoint a Secretary until the conclusion of the next AGM who must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border.
- 16.2 The Secretary may be an existing Member of the Management Committee but need not be.
- 16.3 The Management Committee may at any time remove the Secretary from office and replace that person.

## **17 Functions of Secretary and Treasurer**

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- 17.1 The Secretary must perform any duty or function required under the Act to be performed by the Secretary, including:

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Association;
- (d) keeping custody of the Common Seal and the books and records of the Association; and
- (e) maintaining the register of Members of the Association.

17.2 The Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association, ensure all moneys received are paid into an account of the Association;
- (b) make any payments authorised by the Management Committee or general meeting of the Association from the Association's funds;
- (c) ensure cheques are signed by an authorised person;
- (d) ensure that the financial records of the Association are kept in accordance with the Act;
- (e) coordinate the preparation of the financial statements of the Association; and
- (f) ensure that at least one other Management Committee member has access to the accounts and financial records of the Association.

## **18 Meetings of Management Committee**

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- 18.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 18.2 The Management Committee must meet at least once every four months to exercise its functions.
- 18.3 Subject to rule 20, the Management Committee determines how a meeting is to be called and what notice is to be given.
- 18.4 The Management Committee may hold meetings, or permit a Management Committee member to take part in its meetings, by using any technology that reasonably allows the person to hear and take part in discussions as they happen. A Management Committee member who participates in the meeting in person or in a manner mentioned in this subrule is taken to be Present at the meeting.
- 18.5 A question arising at a Management Committee meeting is to be decided by a majority vote of members of the Management Committee Present at the meeting and, if the votes are equal, the Chair will have a casting vote in addition to any deliberative vote.
- 18.6 The President is to preside as chairperson at a Management Committee meeting.
- 18.7 If there is no President or if the President is not Present within ten minutes after the time fixed for a Management Committee meeting, the Members may choose one of their number to preside as chairperson at the meeting.

- 18.8 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are kept electronically or in paper form.
- 18.9 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.
- 18.10 The Secretary is permitted to record the meetings for the purpose of accuracy.

## **19 Quorum and adjournment of Management Committee meeting**

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- 19.1 For a Management Committee meeting, a simple majority of the Management Committee Members (at the time of the meeting), present at the meeting form a quorum.
- 19.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the Management Committee, the meeting lapses.
- 19.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Management Committee:
- (a) the meeting is to be adjourned for at least one day; and
  - (b) the members of the Management Committee who are Present are to decide the day, time and place of the adjourned meeting.
- 19.4 If, at an adjourned meeting mentioned in subrule 19.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **20 Special meeting of Management Committee**

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- 20.1 If the Secretary receives a written request signed by at least 33% of the Management Committee Members, the Secretary must call a special meeting of the Management Committee by giving each Management Committee Member notice of the meeting within 14 days after the Secretary receives the request.
- 20.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 20.3 A request for a special meeting must state:
- (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- 20.4 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 20.5 A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

## **21 Resolutions of Management Committee without meeting**

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- 21.1 The Management Committee may pass a resolution without a meeting being held if the majority of the Management Committee members sign a document containing a statement or indicate by using electronic means that they are in favour of the resolution set out in the document.
- 21.2 A resolution mentioned in subrule 21.1 may consist of several documents in like form, each signed by one or more members of the board or the members indicate their consent by using electronic means.
- 21.3 The resolution is passed when the last of the majority of the Management Committee signs the document or indicates consent using electronic means.

## **22 Disclosure of interests of Management Committee members**

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- 22.1 A Management Committee Member must not vote on a question about a contract or proposed contract with the Association if the Management Committee Member has an interest in the contract or proposed contract and, if the Management Committee Member does vote, his or her vote must not be counted.
- 22.2 The Management Committee must have a written policy and procedure for:
- (a) ensuring that Management Committee Members are aware of their fiduciary duties, and the requirement to declare their personal and professional interests and any conflict of interest; and
  - (b) managing conflicts of interest.

## **23 Appointment of subcommittees**

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- 23.1 The Management Committee may appoint a subcommittee consisting of such persons as the Management Committee considers appropriate to help with the conduct of the Association's operations.
- 23.2 The Management Committee may appoint a Member of the Association to be the chairperson of a subcommittee whose role it will be to chair meetings of the subcommittee, be the spokesperson for the subcommittee and report to the Management Committee.
- 23.3 Subcommittee Members may be Members of the Association but are not required to be.
- 23.4 The Management Committee may delegate some or all of the Management Committee's power to a subcommittee or it may determine that the subcommittee is not to exercise any decision making role.
- 23.5 A subcommittee must exercise any powers delegated to it in accordance with the direction of the Management Committee.
- 23.6 A subcommittee may meet and adjourn as it considers appropriate.
- 23.7 A question arising at a subcommittee meeting is to be decided by a majority vote of the Members Present at the meeting and, if the votes are equal, the question is decided in the negative.
- 23.8 The Management Committee may create a Charter or Terms of Reference as to the roles and responsibilities of a subcommittee.

## **24 Acts not affected by defects or disqualifications**

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- 24.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 24.2 Subrule 24.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
  - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a Member.

## **25 Annual general meetings**

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- 25.1 An AGM must be held:
- (a) at least once each year; and
  - (b) within six months after the end date of the Association's reportable financial year.
- 25.2 The business to be transacted at every AGM shall be the business required to be conducted at an AGM by the Act or these Rules and any other business about which notice has been given to the Members.
- 25.3 The Association must give at least 14 days notice of the date of the AGM to Members of the Association and the auditor, if any.

## **26 Special general meeting**

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- 26.1 The Secretary must call a special general meeting by giving each Member of the Association notice of the meeting within 14 days after:
- (a) being directed to call the meeting by the Management Committee; or
  - (b) being given a written request signed by:
    - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
    - (ii) at least the number of Ordinary Members of the Association equal to double the number of Members of the Association on the Management Committee when the request is signed plus one; or
  - (c) being given a written notice of an intention to appeal against the decision of the Management Committee:
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- 26.2 A request mentioned in subrule 26.1(b) must state:
- (a) why the special general meeting is being called; and

- (b) the business to be conducted at the meeting.
- 26.3 A special general meeting must be held within three months after the Secretary:
- (a) is directed to call the meeting by the Management Committee; or
  - (b) is given the written request mentioned in subrule 26.1(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule 26.1(c).
- 26.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

## **27 Notice of general meeting**

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- 27.1 The Management Committee may decide the way in which the notice of any general meeting must be given, provided at least 14 days notice is given.
- 27.2 However, notice of the following meetings must be given in writing:
- (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
    - (i) to reject the person's application for membership of the Association; or
    - (ii) to terminate the person's membership of the Association;
  - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- 27.3 A notice of a general meeting must state the business to be conducted at the meeting.

## **28 Quorum and adjournment of general meeting**

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- 28.1 The quorum for a general meeting of the Association is at least the number of elected or appointed Management Committee members as at the close of the Association's last general meeting plus one. However if all of the Association's members are Management Committee members the quorum is the total number of members less one.
- 28.2 No business may be conducted at a general meeting unless there is a quorum of Members when the meeting proceeds to business.
- 28.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- 28.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association:
- (a) the meeting is to be adjourned for at least one day; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- 28.5 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- 28.6 If a meeting is adjourned under subrule 28.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 28.7 Only if a meeting is adjourned for at least 30 days, must notice of the adjourned meeting be given, in the same way as notice was given for the original meeting.

**29 Procedure at general meeting**

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- 29.1 A Member may take part and vote in a general meeting in person, by proxy, or by attorney.
- 29.2 A Member may participate by using any technology that reasonably allows the Member to hear and take part in discussions as they happen, and will be taken to be Present at the meeting.
- 29.3 At each general meeting:
  - (a) the President is to preside as chairperson; and
  - (b) if there is no President or if the President is not Present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Members Present must elect one of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

**30 Voting at general meeting**

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- 30.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members Present.
- 30.2 Each Member present and eligible to vote is entitled to one vote. If the votes are equal, the chairperson has a casting vote in addition to any deliberative vote.
- 30.3 A Member is not entitled to vote at a general meeting if the Member’s annual subscription is in arrears at the date of the meeting.
- 30.4 The method of voting is to be decided by the Management Committee. However, if at least 20% of the Members Present demand a secret ballot, voting must be by secret ballot.
- 30.5 If a secret ballot is held, the chairperson must appoint two Members to conduct the secret ballot in the way the chairperson decides.
- 30.6 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

**31 Proxies**

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- 31.1 A Member may appoint another Member of the Association as the Member’s proxy to vote on the Member’s behalf at a general meeting.
- 31.2 An instrument appointing a proxy must be in writing and be in the following or similar form:

Julian Wagner Memorial Fund Inc.  
I, \_\_\_\_\_ of \_\_\_\_\_,



### **33 Alteration of rules**

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- 33.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 33.2 However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

### **34 Common seal**

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- 34.1 The Management Committee must ensure the Association has a common seal.
- 34.2 The common seal must be:
  - (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- 34.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
  - (a) the Secretary; or
  - (b) another member of the Management Committee; or
  - (c) someone authorised by the Management Committee.

### **35 Funds and accounts**

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- 35.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 35.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 35.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 35.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 35.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the Management Committee members or other Members of the Association authorised by the Management Committee to sign cheques issued by the Association.
- 35.6 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 35.7 A petty cash account must be kept, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 35.8 All expenditure must be approved or ratified at a Management Committee meeting.

## **36 General financial matters**

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- 36.1 The Association's reportable financial year is 1 July in one year to 30 June in the following year.
- 36.2 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a financial statement containing particulars of:
- (a) the income and expenditure for that financial year; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 36.3 All such financial statements shall be examined in accordance with the provisions of the Act and be presented to the Secretary prior to the holding of the AGM next following the Association's last reportable financial year in respect of which such examination was made.
- 36.4 In accordance with the provisions of the Act the party examining the financial statements under sub rule 36.3 must prepare a signed audit report or statement, whichever is applicable.
- 36.5 If required by the Act, within one month after the financial statement and signed statement or audit report are received by a general meeting, the following must be lodged with the Chief Executive:
- (a) a copy of the financial statement for the reportable financial year:
    - (i) as adopted at the AGM of the Association, signed and dated by the President or Treasurer; or
    - (ii) as presented to the AGM of the Association, if it is not adopted at the meeting, signed and dated by the President or Treasurer; and
  - (b) a copy of the signed audit report or statement, whichever is required in accordance with the Act; and
  - (c) a return in the approved form; and
  - (d) any fees prescribed under a regulation.

## **37 Distribution of Surplus Assets to another entity**

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- 37.1 This rule applies if the Association:
- (a) is wound-up under part 10 of the Act; and
  - (b) has Surplus Assets.
- 37.2 The Surplus Assets must not be distributed among the Members of the Association.
- 37.3 The Surplus Assets must be given to another charitable fund, institution or authority:
- (a) having objects similar to the Association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its Members.

- 37.4 If the Association has been approved as a deductible gift recipient and its approval is revoked then any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organisation;
  - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
  - (c) money received by the organisation because of such gifts and contributions.

## **38 Dispute resolution**

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- 38.1 All Members and the Management Committee must in good faith try to resolve between themselves any dispute arising out of or in relation to these rules or any policy or procedure of the Association.
- 38.2 The Management Committee must develop a policy for the timely and satisfactory resolution of disputes, which policy may include the following:
- (a) a process for the Management Committee to receive information about disputes;
  - (b) a process for the Management Committee to facilitate dispute resolution between disputing parties including by meetings, negotiation, mediation or referral to an independent person or group.